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- and -

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Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-21
EMPLOYEE MATTERS (GENERAL)
212.2 HOURS

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Employee Matters (General)

Bill Date: 11/30/06
Bill Number: 1132369

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/03/06	0.60	CONFERENCE WITH D. ALEXANDER RE: UCC DUE DILIGENCE REQUEST ON CIC AND SEVERANCE CALCULATIONS (0.2); REVIEW EXECUTIVE COMPENSATION PRESENTATION MATERIALS (0.2); FOLLOW-UP ON OCTOBER 6TH WATSON WYATT MEETING IN CHICAGO (0.2).
BUTLER, JR. J	10/09/06	0.30	REVIEW MATERIALS FROM D. ALEXANDER RE: UCC DUE DILIGENCE REQUEST ON CIC AND SEVERANCE CALCULATIONS (0.3).
BUTLER, JR. J	10/17/06	0.80	CONFERENCE WITH M. WEBER RE: KECF MATTERS AT COMPANY (0.2); CONFERENCE WITH D. ALEXANDER RE: UCC DUE DILIGENCE REQUEST ON CIC AND SEVERANCE CALCULATIONS (0.2); REVIEW EXECUTIVE COMPENSATION PRESENTATION MATERIALS (0.2); FOLLOW-UP ON OCTOBER 6TH WATSON WYATT MEETING IN CHICAGO (0.2).
BUTLER, JR. J	10/23/06	0.40	CONFERENCES WITH D. SHERBIN AND M. WEBER RE: KECF MATTERS AND NEXT STEPS AT COMPANY (0.4).
BUTLER, JR. J	10/26/06	0.80	PREPARE FOR (0.2) AND PARTICIPATE IN (0.3) STRATEGY MEETING AT COMPANY IN TROY WITH M. WEBER, D. SHERBIN, D. ALEXANDER RE: EXECUTIVE COMPENSATION MATTERS; SEPARATE CONFERENCES WITH M. WEBER RE: SAME (0.2, 0.1).
BUTLER, JR. J	10/27/06	0.60	REVIEW CIC MATERIALS FROM D. ALEXANDER (0.4); CONSIDER NEXT STEPS INCLUDING PREPARATION FOR NOVEMBER 13TH COMPENSATION COMMITTEE MEETING (0.2).
BUTLER, JR. J	10/31/06	0.20	TELECONFERENCE WITH M. WEBER RE: KECF MATTERS (0.2).
		3.70	
LEFF NM	10/05/06	0.80	TELECONFERENCE WITH N. BUBNOVICH RE: FRIDAY MEETING (0.8).
LEFF NM	10/10/06	0.60	CONFERENCE WITH WORKING GROUP RE: PREPARATION OF EMPLOYMENT K'S (0.6).
LEFF NM	10/11/06	1.50	TELECONFERENCE WITH D. ALEXANDER RE: EMPLOYMENT AND SEVERANCE AGREEMENTS (1.5).
LEFF NM	10/12/06	1.30	REVIEW SEVERANCE AGREEMENT (1.3).
LEFF NM	10/13/06	1.30	EMPLOYMENT K REVIEW (1.3).
LEFF NM	10/16/06	1.50	TELECONFERENCE WITH D. ALEXANDER AND M. WEBER RE: SEVERANCE AGREEMENTS (1.5).
LEFF NM	10/17/06	0.80	REVIEW WITH D. ALEXANDER RE: SUMMARY OF SEVERANCE AGREEMENTS (0.8).

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LEFF NM	10/24/06	1.50	TELECONFERENCE WITH J. ALEXANDER AND N. BUBNOVITCH RE: EMPLOYMENT K'S, SEVERANCE AGREEMENTS AND SERPS (1.5).
LEFF NM	10/25/06	0.50	TELECONFERENCE WITH N. BUBNOVITCH AND D. ALEXANDER RE: SERP (0.5).
LEFF NM	10/27/06	1.20	REVIEW CIC AGREEMENT (0.4); MEMO TO N. BUBNOVICK (0.8).

11.00

Total Partner

14.70

CAMPANARIO ND	10/02/06	4.50	UPDATE LEGAL RESEARCH RE: EMERGENCE INCENTIVE PAYMENTS TO KEY EMPLOYEES (4.5).
CAMPANARIO ND	10/12/06	3.80	UPDATE LEGAL RESEARCH RE: EMERGENCE INCENTIVE PAYMENTS TO KEY EMPLOYEES (3.8).
CAMPANARIO ND	10/24/06	7.20	UPDATE LEGAL RESEARCH RE: EMERGENCE INCENTIVE PAYMENTS TO KEY EMPLOYEES (7.2).
CAMPANARIO ND	10/30/06	0.10	TELECONFERENCE WITH D. ALEXANDER RE: KECP (0.1).

15.60

FERN BM	10/10/06	0.40	REVIEW AND ANALYZE COLLINS AND AIKMAN'S MOTION TO PAY SEVERANCE BENEFITS (0.4).
FERN BM	10/12/06	0.90	REVIEW ARTICLES RE: CONTESTED BONUS PLANS (0.4); REVIEW AND COMMENT ON LANGUAGE IN 10-Q RE: KECP (0.5).
FERN BM	10/13/06	1.80	REVIEW PLEADINGS AND AGENDA RE: KECP (0.5); DRAFT SCRIPT RE: KECP MOTION (0.9); ADDITIONAL REVIEW AND COMMENTS ON AGENDA RE: KECP (0.4).
FERN BM	10/17/06	0.40	TELECONFERENCE WITH D. ALEXANDER RE: SUPPLEMENTAL AIP (0.4).
FERN BM	10/18/06	0.30	REVIEW ISSUES RE: INCENTIVE COMPENSATION TARGETS (0.3).
FERN BM	10/25/06	0.70	TELECONFERENCE AND EMAILS WITH B. SHAW RE: KECP (0.2); RESEARCH RE: KECP COMPETITIVE BENCHMARKS (0.5).
FERN BM	10/27/06	0.20	REVIEW ARTICLES RE: SEC CLAIMS AGAINST DELPHI EXECUTIVES (0.2).

4.70

GUZZARDO J	10/03/06	0.20	KECP MOTION LEGAL RESEARCH (0.2).
GUZZARDO J	10/11/06	0.20	CONTINUED KECP MOTION RESEARCH. (0.2).
GUZZARDO J	10/18/06	0.50	CONTINUE KECP MOTION LEGAL RESEARCH (0.5).
GUZZARDO J	10/24/06	0.20	KECP MOTION LEGAL RESEARCH (0.2).

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GUZZARDO J	10/27/06	0.50	KECP MOTION LEGAL RESEARCH (0.5).
GUZZARDO J	10/30/06	0.30	KECP MOTION LEGAL RESEARCH (0.3).
GUZZARDO J	10/31/06	0.10	LEGAL RESEARCH FOR KECP MOTION. (0.1).
		2.00	
SCHOHN E	10/05/06	0.40	PARTICIPATE IN CALL WITH COMPENSATION CONSULTANT TO REVIEW CIC TERM SHEET (0.4).
SCHOHN E	10/06/06	2.20	PARTICIPATE IN CALL WITH CLIENT AND COMPENSATION CONSULTANT RE: PROPOSED CIC AGREEMENTS (2.2).
SCHOHN E	10/11/06	1.00	PARTICIPATE IN CALL WITH CLIENT RE: EMPLOYMENT AGREEMENTS (1.0).
SCHOHN E	10/12/06	1.40	DRAFT CHANGE IN CONTROL SEVERANCE AGREEMENT (1.4).
SCHOHN E	10/16/06	1.40	PARTICIPATE IN CALL WITH COMPENSATION CONSULTANT AND CLIENT; REVIEW SUMMARY OF CHANGE IN CONTROL PROVISIONS (1.4).
SCHOHN E	10/17/06	0.30	PREPARE CHANGE IN CONTROL AGREEMENT (0.3).
SCHOHN E	10/24/06	1.40	PARTICIPATE ON TELECONFERENCE WITH CLIENT RE: CIC AGREEMENTS (1.4).
		8.10	
Total Associate		30.40	
DEMMA J	10/24/06	0.80	UPDATE EMERGENCE COMPENSATION MATERIALS (0.8).
DEMMA J	10/27/06	1.10	UPDATE EMERGENCE COMPENSATION MATERIALS (1.1).
		1.90	
ROSEN R	10/20/06	0.90	INVESTIGATION, RESEARCH, COMPILE AND FORWARD SERP AND ADDITIONAL RELATED AGREEMENTS REQUESTED FROM TROY HR DATAROOM TO REQUESTING TEAM ATTORNEYS (0.9).
		0.90	
ZSOLDOS AF	10/11/06	3.10	UPDATE KECP EMERGENCE BINDERS (3.1).
		3.10	
Total Legal Assistant		5.90	
WORSHECK TM	10/26/06	1.40	PREPARE MATERIALS FOR KECP EMERGENCE BINDERS (1.4).

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WORSHECK TM	10/27/06	1.20	UPDATE KCP EMERGENCE BINDERS (1.2).
		2.60	
Total Legal Assistant Support		2.60	

TOTAL TIME 53.60

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Employee Matters (General)

Bill Date: 11/30/06
Bill Number: 1132369

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/24/06	Copy Center, D	66.00
		TOTAL IN-HOUSE REPRODUCTION	\$66.00
Telephone Expense	10/27/06	Telecommunications, D	3.85
Telephone Expense	10/27/06	Telecommunications, D	5.30
Telephone Expense	10/27/06	Telecommunications, D	0.37
Telephone Expense	10/27/06	Telecommunications, D	0.48
		TOTAL TELEPHONE EXPENSE	\$10.00
Westlaw	10/12/06	Campanario ND	67.78
Westlaw	10/24/06	Campanario ND	67.78
Westlaw	10/25/06	Hogan III AL	160.44
		TOTAL WESTLAW	\$296.00
Air/Rail Travel (external)	10/25/06	Butler, Jr. J	247.00
		TOTAL AIR/RAIL TRAVEL (EXTERNAL)	\$247.00
Out-of-Town Travel	10/25/06	Butler, Jr. J	53.95
Out-of-Town Travel	10/25/06	Butler, Jr. J	56.76
Out-of-Town Travel	10/25/06	Butler, Jr. J	113.30
Out-of-Town Travel	10/25/06	Butler, Jr. J	8.99
		TOTAL OUT-OF-TOWN TRAVEL	\$233.00
Out-of-Town Meals	10/25/06	Butler, Jr. J	14.00
		TOTAL OUT-OF-TOWN MEALS	\$14.00
		TOTAL MATTER	\$866.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Employee Matters (General)

Bill Date: 01/10/07

Bill Number: 1147918

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	11/02/06	1.20	CONTINUE TO REVIEW AND COMMENT ON DRAFT EXECUTIVE COMPENSATION MATERIALS INCLUDING DRAFT PACKAGE FOR COMPENSATION COMMITTEE (1.1); EMAIL TO D. SHERBIN RE: SAME (0.1).
BUTLER, JR. J	11/04/06	0.40	EMAIL FROM D. ALEXANDER RE: CIC MATTERS (0.1); REVIEW WATSON WYATT BENCH MARKING STUDIES AND EMAIL FROM D. SHERBIN RE: SAME (0.3).
BUTLER, JR. J	11/08/06	0.60	EMAIL FROM/TO M. WEBER AND WORK ON COMPENSATION COMMITTEE MATERIALS (0.2); WORK ON REVISIONS WITH D. SHERBIN (0.2); TELECONFERENCE WITH M. WEBER AND D. SHERBIN RE: SAME (0.2).
BUTLER, JR. J	11/14/06	0.30	REVIEW PRESENTATION FROM D. ALEXANDER RE: CONFORMED 2ND HALF AIP TARGETS TO NEW BUSINESS UNITS (0.3).
BUTLER, JR. J	11/19/06	0.40	CONTINUE TO CONSIDER EXECUTIVE COMPENSATION DESIGN AND RELATED MATTERS INCLUDING EMAILS FROM/TO N. BUBNOVICH RE: SAME (0.4).
BUTLER, JR. J	11/20/06	0.70	PREPARE FOR (0.2) AND ATTEND (0.5) STRATEGY MEETING WITH D. SHERBIN AT COMPANY IN TROY RE: EXECUTIVE COMPENSATION DESIGN AND RELATED MATTERS.
		3.60	
LEFF NM	11/01/06	0.90	SERP AND SEVERANCE AGREEMENT ISSUES (0.6); CORRESPOND WITH D. ALEXANDER AND N. BUBNOVICH (0.3).
LEFF NM	11/02/06	0.90	TELECONFERENCE WITH D. ALEXANDER RE: SERP AND CIC AGREEMENT (0.9).
LEFF NM	11/03/06	1.40	REVIEW DRAFT EMPLOYMENT AGREEMENT (1.4).
LEFF NM	11/06/06	1.80	REVIEW AND EVALUATE RE: SERP AND CIC (1.8).
LEFF NM	11/20/06	1.20	TELECONFERENCE WITH D. ALEXANDER, N. BUBNOVICH AND E. SCHOHN RE: EMPLOYMENT AND CHANGE IN CONTROL AGREEMENTS (1.2).
		6.20	
Total Partner		9.80	
CAMPANARIO ND	11/01/06	2.40	UPDATE LEGAL RESEARCH RE: EMERGENCE INCENTIVE PAYMENTS TO KEY EMPLOYEES (2.4).

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CAMPANARIO ND	11/08/06	2.40	UPDATE LEGAL RESEARCH RE: EMERGENCE INCENTIVE PAYMENTS TO KEY EMPLOYEES (2.4).
CAMPANARIO ND	11/15/06	2.00	UPDATE LEGAL RESEARCH RE: EMERGENCE INCENTIVE PAYMENTS TO KEY EMPLOYEES (2.0).
CAMPANARIO ND	11/22/06	2.90	UPDATE LEGAL RESEARCH RE: EMERGENCE INCENTIVE PAYMENTS TO KEY EMPLOYEES (2.9).
		9.70	
FERN BM	11/02/06	0.80	REVIEW ADDITIONAL RESEARCH RE: CHAPTER 11 COMPENSATION PROGRAMS (0.8).
FERN BM	11/08/06	1.00	REVIEW DANA CORPORATION PLEADINGS RE: EXECUTIVE COMPENSATION (1.0).
FERN BM	11/13/06	0.50	REVIEW TRANSCRIPT RE: KECP PROPHYLACTIC MEASURES (0.5).
FERN BM	11/15/06	0.50	DRAFT SCRIPT RE: KECP (0.3); REVISE SCRIPT RE: SAME (0.2).
FERN BM	11/16/06	0.30	REVIEW DOCUMENTS RE: TARGETS FOR AIP (0.3).
FERN BM	11/30/06	0.60	REVIEW PLEADINGS AND EXHIBITS RE: KECP (0.6).
		3.70	
SCHOHN E	11/02/06	7.70	DRAFT REVISED CIC AND EMPLOYMENT AGREEMENT (7.7).
SCHOHN E	11/03/06	0.80	REVISE CHANGE IN CONTROL AGREEMENT (0.8).
SCHOHN E	11/06/06	1.10	REVISE SERP LANGUAGE FOR CHANGE IN CONTROL AGREEMENT (1.1).
SCHOHN E	11/20/06	0.80	PARTICIPATE IN CALL WITH CLIENT RE: CIC AGREEMENTS (0.8).
		10.40	
Total Associate		23.80	
DEMMA J	11/01/06	0.60	PREPARE UPDATES FOR COMPENSATION EMERGENCE MATERIALS (0.6).
DEMMA J	11/09/06	1.10	UPDATE KECP EMERGENCE PRECEDENT MATERIALS (1.1).
DEMMA J	11/30/06	1.10	UPDATE KECP EMERGENCE PRECEDENT MATERIALS (1.1).
		2.80	
ZSOLDOS AF	11/09/06	2.70	PREPARE INSERTS FOR KECP EMERGENCE RESEARCH BINDERS (2.7).
ZSOLDOS AF	11/28/06	2.80	UPDATE KECP EMERGENCE BINDERS (2.8).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

5.50

Total Legal Assistant 8.30

WORSHECK TM	11/02/06	0.80	UPDATE COMPENSATION BINDERS (0.8).
WORSCHECK TM	11/09/06	1.60	UPDATE RECENT BANKRUPTCY CASES INVOLVING EMERGENCE COMPENSATION PROPOSALS BINDERS (1.6).
WORSCHECK TM	11/15/06	2.40	PREPARE PRECEDENT PLEADINGS FOR ATTORNEY REVIEW (2.4).
WORSCHECK TM	11/28/06	0.80	UPDATE KECP BINDERS (0.8).
WORSCHECK TM	11/29/06	1.10	UPDATE KECP BINDERS (1.1).
WORSCHECK TM	11/30/06	0.90	UPDATE KECP BINDERS (0.9).
		7.60	
Total Legal Assistant Support		7.60	

TOTAL TIME 49.50

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Employee Matters (General)

Bill Date: 01/10/07
Bill Number: 1147918

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	11/03/06	Copy Center, D	88.20
In-house Reproduction	11/10/06	Copy Center, D	108.60
In-house Reproduction	11/10/06	Copy Center, D	465.00
In-house Reproduction	11/21/06	Copy Center, D	68.20
TOTAL IN-HOUSE REPRODUCTION			\$730.00
Telephone Expense-ECRS only	11/30/06	Telecommunications, D	2.68
Telephone Expense-ECRS only	11/30/06	Telecommunications, D	3.00
Telephone Expense-ECRS only	11/30/06	Telecommunications, D	0.24
Telephone Expense-ECRS only	11/30/06	Telecommunications, D	0.08
TOTAL TELEPHONE EXPENSE-ECRS ONLY			\$6.00
Westlaw	11/01/06	Campanario ND	67.75
Westlaw	11/08/06	Campanario ND	67.75
Westlaw	11/15/06	Campanario ND	67.75
Westlaw	11/22/06	Campanario ND	67.75
TOTAL WESTLAW			\$271.00
Reproduction - color	11/21/06	Copy Center, D	1.00
TOTAL REPRODUCTION - COLOR			\$1.00
TOTAL MATTER			\$1,008.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Employee Matters (General)

Bill Date: 01/31/07

Bill Number: 1147919

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/17/06	0.40	CONTINUE TO WORK ON EXECUTIVE COMPENSATION DESIGN MATTERS AND PREPARE FOR DECEMBER 18TH MEETINGS AT COMPANY IN TROY (0.4).
BUTLER, JR. J	12/18/06	0.60	PREPARE FOR (0.2) AND ATTEND (0.4) EXECUTIVE COMPENSATION DESIGN MEETINGS AT COMPANY IN TROY.
BUTLER, JR. J	12/19/06	0.60	CONTINUE TO FOLLOW-UP WATSON WYATT MATTERS WITH D. SHERBIN AND N. BUBNOVICH INCLUDING TELECONFERENCE WITH D. SHERBIN (0.2) AND EMAILS FROM/TO D. SHERBIN AND N. BUBNOVICH (0.4).
BUTLER, JR. J	12/20/06	0.40	CONTINUE TO FOLLOW-UP WATSON WYATT MATTERS WITH D. SHERBIN AND N. BUBNOVICH (0.2); EMAILS TO/FROM R. ROSENBERG REGARDING KECF ADJOURNMENT (0.2).
BUTLER, JR. J	12/28/06	2.70	PREPARE FOR (0.4) AND PARTICIPATE IN (1.9) WORK GROUP MEETING WITH WATSON WYATT (N. BUBNOVICH AND M. PULLIAM) IN CHICAGO; REVIEW REVISED CIC AND EMPLOYMENT AGREEMENTS (0.4).
BUTLER, JR. J	12/31/06	0.70	FOLLOW-UP ON DECEMBER 28TH WORKING GROUP MEETING WITH WATSON WYATT (N. BUBNOVICH AND M. PULLIAM) IN CHICAGO AND OUTLINE NEXT STEPS (0.4); REVIEW DRAFT MODEL AGREEMENTS (0.3).
		5.40	
LEFF NM	12/05/06	0.30	TELECONFERENCE WITH N. BUBNOVICH REGARDING EMPLOYMENT K'S (0.3).
LEFF NM	12/25/06	0.80	REVIEW COMP. PROPOSAL SUMMARY (0.8).
LEFF NM	12/28/06	2.80	TELECONFERENCE WITH N. BUBNOVICH; REVISE AGREEMENTS (2.8).
		3.90	
Total Partner		9.30	
CAMPANARIO ND	12/03/06	1.50	UPDATE LEGAL RESEARCH REGARDING EMERGENCE INCENTIVE PAYMENTS TO KEY EMPLOYEES (1.5).
CAMPANARIO ND	12/18/06	4.70	UPDATE LEGAL RESEARCH REGARDING EMERGENCE INCENTIVE PAYMENTS TO KEY EMPLOYEES (4.7).
		6.20	
FERN BM	12/04/06	1.70	DRAFT STIPULATION REGARDING SUPPLEMENTAL AIP (1.7).
FERN BM	12/05/06	1.40	REVISE DRAFT STIPULATION REGARDING SUPPLEMENTAL AIP (1.4).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

FERN BM	12/13/06	0.50	REVIEW OPINION REGARDING DANA EXECUTIVE COMPENSATION PLAN (0.5).
FERN BM	12/20/06	0.30	ATTENTION TO ISSUES REGARDING AIP FOR FIRST HALF 2007 (0.3).
FERN BM	12/28/06	0.30	REVIEW AND COMMENT ON UCC PRESENTATION REGARDING KECF EMERGENCE AND AIP (0.3).

4.20

HOUSTON BM	12/01/06	2.10	RESEARCH ISSUES REGARDING INDEMNIFICATION (0.9); BEGIN DRAFTING MEMO REGARDING SAME (1.2).
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~~2.10~~

SCHOHN E	12/27/06	3.20	PREPARE REVISED DRAFTS OF CIC AND EMPLOYMENT AGREEMENTS (3.2).
SCHOHN E	12/28/06	2.30	PARTICIPATE IN CALL TO DISCUSS CIC AND EMPLOYMENT AGREEMENTS; DISTRIBUTE DRAFTS TO WORKING GROUP (2.3).

5.50

Total Associate 18.00

ROSEN R	12/22/06	1.40	REVIEW CASE DOCKET REGARDING ENTRY OF ORDER DENYING MOTION TO COMPEL PAYMENTS AND INSURANCE PROCEEDS DEFENSE ORDER (0.7); COMPILE, REVIEW SPECIAL PARTIES SERVICE LIST, SERVICE COMPLETION STATUS REGARDING WITH E. GERSHBEIN, KCC (0.7).
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~~1.40~~

~~Total Legal Assistant 1.40~~

TOTAL TIME 28.70

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Employee Matters (General)

Bill Date: 01/31/07
Bill Number: 1147919

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	12/01/06	Copy Center, D	184.00
		TOTAL IN-HOUSE REPRODUCTION	\$184.00
Westlaw	12/03/06	Campanario ND	73.57
Westlaw	12/18/06	Campanario ND	68.43
		TOTAL WESTLAW	\$142.00
Outside Re- search/Internet Services	12/31/06	Pacer Service Center	5.00
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$5.00
		TOTAL MATTER	\$331.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Employee Matters (General)

Bill Date: 02/28/07
Bill Number: 1148705

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/02/07	0.70	REVIEW EXECUTIVE COMPENSATION PROGRAM DESIGN MATTERS AT COMPANY (0.3) REVIEW CONFORMED AIP TARGETS FOR BUSINESS UNIT RESTRUCTURING (0.2); REVIEW 2007 AIP MATTERS AT COMPANY (0.2).
BUTLER, JR. J	01/04/07	1.10	REVIEW AND COMMENT ON DRAFT WATSON WYATT REPORT (0.8); CONFERENCE WITH D. SHERBIN REGARDING SAME IN NEW YORK CITY (0.3).
BUTLER, JR. J	01/05/07	1.00	CONTINUE TO REVIEW AND COMMENT ON DRAFT WATSON WYATT REPORT (0.4); TELECONFERENCE WITH N. BUBNOVICH REGARDING SAME (0.4); EMAILS FROM/TO D. ALEXANDER REGARDING SAME (0.2).
BUTLER, JR. J	01/06/07	1.10	REVIEW REVISED WATSON WYATT REPORT (0.6); EMAILS FROM/TO D. SHERBIN REGARDING SAME (0.2); EMAILS FROM/TO R. O'NEAL REGARDING EMPLOYEE MATTERS (0.3).
BUTLER, JR. J	01/07/07	0.40	CONTINUE TO REVIEW MATERIALS REGARDING EXECUTIVE COMPENSATION DESIGN PROGRAM MATTERS (0.4).
BUTLER, JR. J	01/08/07	0.60	CONTINUE TO REVIEW MATERIALS REGARDING EXECUTIVE COMPENSATION DESIGN PROGRAM MATTERS (0.6).
BUTLER, JR. J	01/13/07	0.60	CONTINUE TO REVIEW MATERIALS RE: EXECUTIVE COMPENSATION PROGRAM DESIGN MATTERS (0.6).
BUTLER, JR. J	01/15/07	0.50	CONTINUE TO REVIEW MATERIALS RE: EXECUTIVE COMPENSATION PROGRAM DESIGN MATTERS (0.3); REVIEW AIP MATERIALS FORM J. SHEEHAN (0.2).
BUTLER, JR. J	01/16/07	1.10	PREPARE FOR JANUARY 17TH WORKING GROUP MEETING AT COMPANY IN TROY WITH M. WEBER, J. SHEEHAN, D. ALEXANDER, N. BUBNOVICH AND OTHERS RE: EXECUTIVE COMPENSATION PROGRAM DESIGN MATTERS (0.4); CONFERENCE WITH R. O'NEAL RE: CEO PERSPECTIVES ON EXECUTIVE COMPENSATION PROGRAM DESIGN MATTERS AND REVIEW MATERIALS RE: SAME (0.7).
BUTLER, JR. J	01/17/07	2.60	PREPARE FOR (0.3) AND PARTICIPATE IN (2.3) WORKING GROUP MEETING AT COMPANY IN TROY WITH M. WEBER, J. SHEEHAN, D. ALEXANDER, N. BUBNOVICH AND OTHERS REGARDING EXECUTIVE COMPENSATION PROGRAM DESIGN MATTERS.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

BUTLER, JR. J	01/18/07	0.30	FOLLOW-UP ON JANUARY 17TH WORKING GROUP MEETING AT COMPANY IN TROY RE: EXECUTIVE COMPENSATION PROGRAM DESIGN MATTERS INCLUDING EMAILS FROM/TO D. SHERBIN RE: EXECUTIVE CHAIRMAN MATTERS (0.3).
BUTLER, JR. J	01/28/07	1.10	CONTINUE TO REVIEW MATERIALS FOR (AND PREPARE FOR) JANUARY 29TH EXECUTIVE COMPENSATION DESIGN WORKING GROUP MEETING AT COMPANY IN TROY (1.1).
BUTLER, JR. J	01/29/07	3.30	PREPARE FOR (0.3) AND ATTEND (3.0) EXECUTIVE COMPENSATION DESIGN WORKING GROUP MEETING AT COMPANY IN TROY.
		14.40	
COCHRAN EL	01/23/07	1.40	REVIEW CIC DEFINITIVE AGREEMENT (1.4).
		1.40	
HOGAN III AL	01/16/07	2.60	CONFERENCE WITH N. CAMPANARIO AND B. FERN REGARDING PREPARATION FOR AIP FILING, AND REVIEW PRIOR AIP ORDER AND PLEADINGS IN CONNECTION WITH SAME (2.6).
		2.60	
LEFF NM	01/03/07	1.00	REVIEW AGREEMENT SUMMARIES AND REVISED WYATT REPORT (1.0).
LEFF NM	01/17/07	4.10	PREPARE FOR AND ATTEND MEETING IN TROY WITH K. BUTLER, J. BUTLER AND A. BUBNOVICH (4.1).
LEFF NM	01/19/07	0.30	TELECONFERENCE WITH SCHOHN (0.3).
LEFF NM	01/20/07	1.50	REVISIONS TO DRAFT EMPLOYMENT K (1.5).
LEFF NM	01/21/07	1.00	REVIEW CIC AGREEMENT; REVISIONS TO MEMO REGARDING TRANSFER OF OBLIGATIONS TO GM (1.0).
LEFF NM	01/22/07	0.80	TELECONFERENCE WITH M. BERGMANN REGARDING PENSION TRANSFER MEMO (0.8).
LEFF NM	01/23/07	1.50	TELECONFERENCES REGARDING PROPOSED CIC DEFINITION (1.5).
LEFF NM	01/24/07	0.60	CONFERENCE WITH SCHOHN REGARDING EMPLOYMENT AND SEVERANCE AGREEMENTS (0.6).
LEFF NM	01/25/07	2.50	FINALIZE AGREEMENTS (2.5).
LEFF NM	01/28/07	1.30	REVIEW MATERIALS FOR TOMORROW'S MEETING (1.3).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

LEFF NM	01/29/07	3.60	CONFERENCE WITH BUTLER, SHERBIN REGARDING COMP. COMM. MEETING (3.6).
LEFF NM	01/30/07	1.70	FINALIZE MATERIALS FOR COMP. COMM. MEETING (1.7).
LEFF NM	01/31/07	1.50	FINAL COMP. COMM. PRESENTATION MATERIALS (1.5).

21.40

MARAFIOTI KA	01/23/07	0.60	TELECONFERENCE FROM J. SHEEHAN REGARDING BOOZ ALLEN (0.3); REVIEW BOOZ ALLEN MOTION AND ORDER AND TELECONFERENCE H. SEIFE REGARDING SAME (0.3).
MARAFIOTI KA	01/24/07	0.20	TELECONFERENCE WITH H. SEIFE REGARDING BOOZ ALLEN (0.2).
MARAFIOTI KA	01/25/07	0.20	TELECONFERENCE FROM HOWARD SEIFE REGARDING BOOZ ALLEN (0.1); TELECONFERENCE TO A. LEONHARD WITH SEIFE REGARDING BOOZ ALLEN (0.1).
		1.00	

Total Partner 40.80

CAMPANARIO ND	01/16/07	1.50	CONFERENCES WITH WORKING GROUP REGARDING STRATEGY FOR SUPPLEMENT TO KECP MOTION REGARDING ANNUAL INCENTIVE PLAN FOR SECOND HALF OF 2007 (1.5).
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CAMPANARIO ND	01/17/07	0.40	TELECONFERENCE WITH D. ALEXANDER REGARDING ANNUAL INCENTIVE PLAN FOR FIRST HALF OF 2007 (0.4).
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1.90

FERN BM	01/01/07	0.40	REVIEW PRESENTATION REGARDING SUPPLEMENTAL AIP (0.4).
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FERN BM	01/02/07	3.10	ANALYZE ISSUES REGARDING SUPPLEMENTAL AIP (0.5); TELECONFERENCE WITH D. ALEXANDER REGARDING SUPPLEMENTAL AIP (0.2); REVISE DRAFT STIPULATION REGARDING SUPPLEMENTAL AIP (1.1); DOCUMENT KEY DATES REGARDING SUPPLEMENTAL AIP (0.2); DRAFT SUMMARY REGARDING OPTIONS GOING FORWARD ON SUPPLEMENTAL AIP (0.6); REVIEW FILE REGARDING SUPPLEMENTAL AIP PROVISIONS (0.5).
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FERN BM	01/03/07	0.90	ANALYZED ISSUES REGARDING STATUS OF KECP (0.4); DRAFTED HEARING SCRIPT REGARDING KECP (0.5).
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FERN BM	01/04/07	0.30	REVISE SCRIPT REGARDING KECP (0.3).
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FERN BM	01/05/07	0.40	REVIEW AND REVISE AGENDA REGARDING KECP (0.4).
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SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

FERN BM	01/06/07	0.50	REVIEW MATERIALS REGARDING AFFECT OF SECTOR REALIGNMENT ON EXECUTIVE COMPENSATION (0.5).
FERN BM	01/11/07	0.40	SEARCH FOR KECF RELATED MATERIAL REGARDING COMPETITIVE BENCH MARKING (0.4).
FERN BM	01/15/07	0.30	ATTENTION TO ISSUES REGARDING SUPPLEMENTAL AIP (0.3).
FERN BM	01/16/07	5.00	EMAIL TO N. BUBNOVICH REGARDING SUPPLEMENTAL AIP (0.3); REVIEW MATERIALS REGARDING SUPPLEMENTAL AIP (1.4) FORMULATE STRATEGY REGARDING SECOND SUPPLEMENTAL AIP (1.5); ADDITIONAL ATTENTION TO ISSUES REGARDING SUPPLEMENTAL AIP (0.7); ADDITIONAL REVIEW OF MATERIAL REGARDING IMPLEMENTATION OF AIP (1.1).
FERN BM	01/17/07	0.30	ATTENTION TO ISSUES REGARDING SUPPLEMENTAL AIP (0.3).
FERN BM	01/18/07	3.20	BEGIN DRAFTING BUBNOVICH DECLARATION (0.8); CONTINUE DRAFTING BUBNOVICH DECLARATION REGARDING SECOND SUPPLEMENTAL AIP (2.4).
FERN BM	01/19/07	2.20	BEGIN DRAFTING SECOND SUPPLEMENTAL AIP ORDER (2.2).
FERN BM	01/26/07	2.10	DRAFT AND REVISE LETTER REGARDING SUPPLEMENTAL AIP (2.1).
FERN BM	01/28/07	0.50	FORMULATE STRATEGY REGARDING SUPPLEMENTAL AIP (0.5).
FERN BM	01/30/07	0.30	REVIEW PRESENTATION SLIDES REGARDING 2006 AND 2007 AIPS (0.3).
FERN BM	01/31/07	0.20	REVIEW OMNIBUS HEARING TRANSCRIPT REGARDING KECF (0.2).
		20.10	
MEISLER RE	01/01/07	0.20	REVIEW MATERIAL REGARDING KECF (0.1); DRAFT CORRESPONDENCE REGARDING SAME (0.1).
MEISLER RE	01/02/07	1.40	REVIEW AND ANALYZE KECF (1.4).
MEISLER RE	01/15/07	0.20	DRAFT INTERNAL CORRESPONDENCE REGARDING KECF (0.2).
MEISLER RE	01/16/07	0.20	REVIEW PRESENTATION REGARDING KECF (0.2).
		2.00	
SCHOHN E	01/03/07	0.80	DRAFT SUMMARY OF AGREEMENTS (0.8).
SCHOHN E	01/08/07	1.00	PREPARE FOR MEETING TO REVIEW AGREEMENTS (1.0).
SCHOHN E	01/17/07	5.70	MEETING IN TROY TO DISCUSS CIC AND EMPLOYMENT AGREEMENTS (5.7).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

SCHOHN E	01/19/07	3.20	REVISE EMPLOYMENT AND CHANGE IN CONTROL AGREEMENTS (3.2).
SCHOHN E	01/23/07	1.50	TELECONFERENCE WITH N. BUBNOVICH REGARDING SERP; CONVERSATION WITH WORKING GROUP REGARDING CIC DEFINITION (1.5).
SCHOHN E	01/24/07	5.60	REVISE AGREEMENTS; PREPARE BOARD PRESENTATION (5.6).
SCHOHN E	01/25/07	1.50	REVISE CIC AND EMPLOYMENT AGREEMENTS; REVISE PRESENTATION (1.5).
SCHOHN E	01/29/07	3.60	ATTEND MEETING IN TROY TO FINALIZE PROPOSED CIC AND EMPLOYMENT AGREEMENTS (3.6).
SCHOHN E	01/30/07	3.20	FINALIZE DOCUMENTS FOR COMPENSATION COMMITTEE MEETING (3.2).
		26.10	
Total Associate		50.10	
GILCHRIST JM	01/11/07	7.10	REVIEW REVIEW ONLINE KCEP DATABASE FOR MATERIALS RELATING TO COMPENSATION COMMITTEE MINUTES (7.1).
		7.10	
Total Legal Assistant		7.10	
TOTAL TIME		<u>98.00</u>	

Delphi Corporation (DIP)
Employee Matters (General)Bill Date: 02/28/07
Bill Number: 1148705

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	01/16/07	Schohn E	554.37
Air/Rail Travel - vendor feed	01/16/07	Leff NM	554.36
Air/Rail Travel - vendor feed	01/17/07	Schohn E	509.38
Air/Rail Travel - vendor feed	01/17/07	Leff NM	509.38
Air/Rail Travel - vendor feed	01/28/07	Leff NM	1,073.76
Air/Rail Travel - vendor feed	01/28/07	Schohn E	1,128.75
TOTAL AIR/RAIL TRAVEL - VENDOR FEED			\$4,330.00
In-house Reproduction	01/12/07	Copy Center, D	31.78
In-house Reproduction	01/26/07	Copy Center, D	25.22
TOTAL IN-HOUSE REPRODUCTION			\$57.00
Telephone Expense-ECRS only	01/26/07	Telecommunications, D	0.47
Telephone Expense-ECRS only	01/26/07	Telecommunications, D	0.21
Telephone Expense-ECRS only	01/26/07	Telecommunications, D	0.62
Telephone Expense-ECRS only	01/26/07	Telecommunications, D	0.05
Telephone Expense-ECRS only	01/26/07	Telecommunications, D	0.65
TOTAL TELEPHONE EXPENSE-ECRS ONLY			\$2.00

Out-of-Town Travel	01/17/07	Leff NM	92.01
Out-of-Town Travel	01/17/07	Leff NM	202.32
Out-of-Town Travel	01/17/07	Leff NM	202.32
Out-of-Town Travel	01/17/07	Leff NM	80.02
Out-of-Town Travel	01/28/07	Leff NM	92.02
Out-of-Town Travel	01/28/07	Schohn E	202.32
Out-of-Town Travel	01/29/07	Leff NM	80.02
Out-of-Town Travel	01/29/07	Leff NM	211.97
TOTAL OUT-OF-TOWN TRAVEL			\$1,163.00
Out-of-Town Meals	01/16/07	Leff NM	9.92
Out-of-Town Meals	01/16/07	Leff NM	57.56
Out-of-Town Meals	01/17/07	Leff NM	34.15
Out-of-Town Meals	01/17/07	Leff NM	35.45
Out-of-Town Meals	01/28/07	Schohn E	7.78
Out-of-Town Meals	01/29/07	Leff NM	35.46
Out-of-Town Meals	01/29/07	Leff NM	13.90
Out-of-Town Meals	01/29/07	Schohn E	3.78
TOTAL OUT-OF-TOWN MEALS			\$198.00
TOTAL MATTER			\$5,750.00